

CONSTITUTION AND BYLAWS
of the
SAM HOUSTON SQUARE AND ROUND DANCE ASSOCIATION

PREAMBLE

The members of this Association are banded together in a spirit of friendliness and good fellowship to share the pleasures of square and round dancing. The purpose of the Association is to promote square and round dancing as a recreational activity and maintain this activity according to high standards. In order that the Association may function smoothly as a group, for the benefit of all, the following are herewith established:

ARTICLE I: Name

The name of the organization perfected hereunder is SAM HOUSTON SQUARE AND ROUND DANCE ASSOCIATION, hereinafter referred to as the "Association".

ARTICLE II: Purpose

The Sam Houston Square and Round Dance Association serves as a district/regional affiliate of the Texas State Federation of Square and Round Dancers. Currently, the Association serves as District 12 of the Texas State Federation and comprises an area containing all or parts of 20 Texas counties generally east of Austin, North of Houston, south of Lufkin, and west of Jasper. Further, the purpose of this Association is to promote and coordinate the efforts of member clubs. The Association serves as a liaison between individual clubs and as a liaison between member clubs and the State Federation.

ARTICLE III: Membership and Dues

Section 1: Club Membership

Any duly organized square, round, contra, or clogging dance club within the area designated is eligible for membership in this Association, subject to approval of the Board of Directors.

Section 2: Individual Membership

- a. Each individual member of a member club is considered a member of the Association. However, only those club members designated by the club as a delegate/director (as per Art. VI, Sect. 1b) shall be voting members of the Association.
- b. Individual dancers who are not members in good standing of a member club are not eligible to become members of the Association.

Section 3: Dues

- a. There is an initial dues fee of \$10.00 to each club joining the Association. Said fee is due and payable at the meeting at which membership is granted.
- b. Each member club will pay an annual dues renewal fee of \$10.00 or a fee equal to \$.25 per active club member as of June 30 of each year, whichever is higher. In no case will annual club dues be less than the \$10.00 minimum. Annual dues are to be paid at the beginning of the fiscal year of the Association (July 1st). Member clubs whose dues are delinquent for two months will be notified by the Treasurer. If dues are not paid within thirty (30) days, the directors from that club will be denied voting privileges until all delinquent dues are paid.
- c. Dues are for the purpose of renting halls, securing the services of callers and/or cuers and meeting other expenses necessary for the operation of the Association. There will be no admission charge to dance to either Association members or non-Association members. However, since dance expenses generally exceed dues income, donations will be accepted from those guests and members who wish and would like to make a donation.

ARTICLE IV: Meetings of the Association

Section 1: Regular Meetings

Regular business meetings of the Association will be held at convenient times in or around March, June, October and January. The President will, at least fifteen (15) days before a regular meeting, correspond to all delegates/directors a notice designating time and place and the agenda of business to be brought up at the meeting.

Section 2: Special Meetings

Special meetings and/or dances of the Association may be held as Board of Directors may deem necessary and advisable. Special meetings of the Association may be called by the President or any three member clubs may petition the President to call a special meeting. Upon receiving such a petition in writing, the President must call a meeting within thirty (30) days.

Section 3: Dances

The Association should sponsor at least two dances per year. These should be held in conjunction with a regular business meeting if possible.

Section 4: Meeting Governance

Robert's Rules of Order Newly Revised shall be used in areas or points of order that are not covered by these Constitution and Bylaws.

ARTICLE V: Officers Governance

Section 1: Elected Officers

The elected officers of the Association are president, vice-president, secretary, and treasurer. These officers will be elected and serve as hereinafter provided. The election of any married member to an office will automatically constitute the election of the spouse as a co-holder of said office unless the spouse indicates otherwise prior to being nominated.

Section 2: Appointed Officers

The appointed officer positions of the Association consist of those positions determined to be for the good of the Association and include the Association delegates to the State Federation, newsletter editor, education director, and other positions deemed necessary or desirable by the Board of Directors. Appointed positions shall be created or eliminated by a two-thirds (2/3) vote of the Board of Directors present and voting at an Association meeting. The appointment of any married member to an office shall automatically constitute the appointment of the spouse as a co-holder of said office unless the spouse indicates otherwise prior to being nominated. Appointed Officers will be appointed by the Association President-Elect with the approval of the Executive Committee. Appointments will be for the period of one year.

ARTICLE VI: Board of Directors

Section 1: Membership

- a. The Board of Directors of this Association consists of each elected officer, the immediate past-president, Association delegates to the State Federation, permanent directors-at-large, and two delegates to the Association from each member club. Each of the above named positions is entitled to one vote. The immediate past-president will automatically serve as a director until the current president becomes the immediate past-president. Appointed officers are non-voting members of the Board of Directors (unless they are designated by their member club as a delegate.)
- b. Each member club is entitled to two (2) voting delegates to the Association. These delegates are known as directors. Clubs may appoint alternate directors. A duly appointed alternate will be recognized as a director at any meeting where one of the regular club directors is absent.
- c. Permanent directors-at-large are those people who have been honored by the Association for previous meritorious service to square and round dancing. Permanent directors-at-large are selected by a three-fourths (3/4) vote of the entire Executive Committee. Reflective of the title, permanent directors-at-large are appointed for life. Therefore, the members of the Executive Committee must not confer or bestow this honor and position lightly. This honor must be reserved for

those persons who have made significant contributions to the Association over an extended period of time.

- d. Elected officers, permanent directors-at-large, and the immediate past president are not considered as representing any member club and are not counted as one of the two club delegates/directors. An appointed officer may serve as a club delegate if so designated by the respective club.
- e. The Association is entitled to three (3) voting delegates to the State Federation under the current State Federation Constitution and Bylaws. These delegates will be appointed by the president of the Association. Said delegates may or may not be an existing elected or appointed officer. Normally, the Association president will also be one of the delegates to the State Federation. Delegates to the State Federation are members of the Board of Directors during the tenure of their appointment.

Section 2: Board Duty and Responsibility

The Board of Directors of this Association is the governing body and will act in the best interests of the Association. The Board of Directors are the voting members of the Association (Art. VI, Sect. 1a).

Section 3: Chairman of the Board

The President of the Association serves as Chairman of the Board of the Directors and will preside at all meetings of the Board. Should the President be absent or unable to serve as Chairman of the Board of Directors, the Vice-President will so preside.

Section 4: Board Meetings

A business meeting (Art. IV. Sect. 1 & 2.) of the Association is a meeting of the Board of Directors.

Section 5: Quorum

A majority of the voting members of the Board of Directors, by office or director title, constitute a quorum for the transaction of all business to come before the Board of Directors. Although entitled to vote, permanent directors-at-large are not to be counted in determining if a quorum is present for the purpose of transacting the business of the Association. In the case of married directors, an office or director position shall be counted as present if both or one of the two spouses is present.

ARTICLE VII: Executive Committee

Section 1: Membership

The Executive Committee of the Association consists of the elected officers, the immediate past-president, delegates to the State Federation, and permanent directors-at-

large. The immediate past-president automatically serves as a member of the Executive Committee until the current president becomes the immediate past president.

Section 2: Committee Duties And Responsibilities

The Executive Committee of this Association is predominately an advisory body to the Board of Directors. However, the Executive Committee has the authority to act in the best interests of the Association when it is not practical to call a meeting of the Board of Directors.

Section 3: Chairman of the Committee

The President of the Association serves as Chairman of the Executive Committee and shall preside at all meetings of the Committee. Should the President be absent or unable to serve as Chairman of the Executive Committee, the Vice-President will so preside.

Section 4: Committee Meetings

The Executive Committee shall hold at least four (4) regular meetings during the fiscal year, one each quarter. Normally, said meetings are to be held twenty (20) to thirty (30) days prior to a regular meeting of the Association. The Executive Committee meeting time and place are to be announced at least two (2) weeks prior to the meeting. Special meetings may be called by the Chairman of Committee as the Chairman deems necessary. Upon a written petition from three or more members of the Executive Committee, the Chairman will be required to call a special meeting within 15 days.

Section 5: Quorum

A majority of the Executive Committee, by office or director title, constitute a quorum for the transaction of all business to come before the Executive Committee. Although entitled to vote, permanent directors-at-large are not to be counted in determining if a quorum is present for the purpose of transacting the business of the Association. In the case of married directors, an office of director position shall be counted as present when either both or one of the two spouses is present.

ARTICLE VIII: Elections of Officers:

Section 1: Nominations

A nominating Committee will be appointed by the President no later than January 31st of each year. The committee will consist of Directors (voting delegates) representing three member clubs. The committee shall secure and present a recommended slate of officers at the March meeting for consideration by the Board of Directors. However, nominations for any elected office may be made by any voting member of the Board of Directors from the floor at the March meeting of each year. No more than one nomination for each office to be filled may be made by any one director.

Section 2: Elections

The election of all elected officers of this Association will be by majority vote of the Board of Directors present and in good standing at the time of the election. Said election will be held at the regular meeting during the month of March of each year.

Section 3: Officer Installation

Officers elected at the March meeting will be installed by the outgoing officers during the June meeting.

Section 4: Term of Office

The Term of office for elected and appointed officers of this Association will be from July 1st through June 30th of the following year.

Section 5: Office Qualifications

- a. To be eligible for election or appointment to an Association office, the candidate must be a current member in good standing of a member club.
- b. The candidate for elected office must have served as a duly elected officer of a member club or as a voting member of the Board of Directors for at least one year sometime prior to election to an Association office.

No more than one Association elected officer is to be elected from a member club. Once an officer has been elected from any member club, no other member of that club will be eligible for election to an Association office for that year. In instances when this limitation of only one elected officer per member club makes the filling of the candidate slate difficult, if not impossible, this limitation may be waived for the current election by a majority vote of the Board of Directors present and in good standing at the time.

Section 6: Consent

No person is to be elected as an officer of the Association unless, prior to the nomination for said office, the person has consented to accept such office in writing or such person must be present at the meeting and signify acceptance in person.

ARTICLE IX: Office Vacancies

Should any elected office of this Association become vacated by reason of resignation or otherwise, that office is to be filled at the next regular meeting of the Board of Directors. The election will be by majority vote of the Board of Directors present and in good standing at the time of the election. Persons thus elected will serve until the next regular election of officers. Vacancies in appointed officer positions are to be filled by presidential appointment.

ARTICLE X: Duties

Section 1: President

The president of the Association has the general responsibility over the business and affairs of the organization and will preside at all meetings of the Board of Directors and the Executive Committee. The President shall act in emergencies, subject to the approval of the Executive Committee. The President may appoint any special committee that he deems necessary for the betterment of the Association. The President is an ex-officio member of all committees. The president will perform all duties that are usually incident to the office of the president.

Section 2: Vice-President

The Vice-President will, in the absence of the president, perform the duties of presiding at all meetings of the Board of Directors or the Executive Committee and will perform such other duties as are delegated to the vice-president by the president or Board of Directors.

Section 3: Secretary

The secretary will keep the minutes of all meetings of the Board of Directors and the Executive Committee. The Secretary will maintain an official membership list of all committees appointed by the Board of Directors, the Executive Committee, and/or the President. The Secretary will be responsible for all official correspondence of the Board of Directors and the Executive Committee. The Secretary will maintain such records as might from time-to-time be required by the Board of Directors or the Executive Committee. The Secretary will prepare and distribute all notices required under these Constitution and Bylaws.

Section 4: Treasurer

The Treasurer will have custody of all funds and accounts of the Association. The Treasurer will keep accurate books and records of the financial condition of the Association and will make such books available for inspection by the voting members of the Board of Directors. The Treasurer will collect all dues, notify members whose dues are delinquent, and pay all bills. The Treasurer will give a financial report at all regular Executive Committee meetings and will submit a written itemized financial report at all regular Board of Directors meetings. The Treasurer will submit a written itemized financial report for the year at end of the term of office. The Treasurer will be responsible for furnishing IRS Form 1099 and/or other appropriate IRS Form to callers, cuers, and all others to whom such forms are required to be provided. The Treasurer will be responsible for maintaining bank signature cards and ensuring that such cards require all checks to have the signatures of at least two officers of the Association when the amount of the check is greater than five hundred dollars (\$500.00). The two signatures must not be from co-holders of the same office.

An in-house annual audit of the Treasurer's books and records must be initiated and conducted at the end of each fiscal year.

ARTICLE XI: Fiscal Year

The fiscal year of this Association is from July 1st through June 30th of the following year.

ARTICLE XII: Salaries

No officer or director of this Association will receive a salary. The elected officers are entitled to reimbursement for expenses incident to the handling of the affairs of the Association.

ARTICLE XIII: Voting

Section 1: Majority

A majority of those present and voting at a legally constituted meeting of the Board of Directors is sufficient to carry any motion or question before the body except as noted in Art. V. Sect. 2 and Art. XV and Art. XVIII. A candidate for any office of this organization who receives the majority vote will be declared elected to that office

Section 2: Voting Methods

In ordinary business coming before the Executive Committee or Board of Directors, the presiding officer will take a voice vote or a show of hands vote on all motions or questions before the body. However, a secret ballot will be required on any question as deemed necessary by the presiding officer or upon a motion from the floor by a voting member and seconded by another voting member.

Section 3: Changes

Changes in Association dues, approximate dance or meeting times, or established programs must be approved by a majority vote of the Board of Directors present and in good standing. Changes to these Constitution and Bylaws are to be as prescribed in Art. XV.

Section 4: Appeal

An appeal of any decision by the Executive Committee may be taken to the floor at any meeting of the Board of Directors.

ARTICLE XIV: Vested Right

This Association is a nonprofit entity and no member has any vested interest in any funds, property or assets of the Association nor will any funds or assets of this Association be allowed to inure to the benefit of any member, except as they are benefited by the lawful and authorized activities of the Association. No funds of the Association will be expended for any purpose other than the declared purposes of the Association.

ARTICLE XV: Amendments

These Constitution and Bylaws may be amended by a two-thirds (2/3) vote of members present and in good standing at any regular meeting of the Association or any special meeting called for that purpose, provided that the Board of Directors is notified of any proposed amendment at least thirty (30) days prior to such meeting. Any proposed amendment to these Constitution and Bylaws must be submitted in writing.

All business not covered in this Constitution and Bylaws may be acted upon by the Executive Committee or Board of Directors pursuant to the procedures outlined in these Constitution and Bylaws.

Any rule within these Constitution and Bylaws may be temporarily suspended to accomplish the desire of the Board of Directors by:

1. The term (length of time) of suspension must be stated in the motion to suspend.
2. The motion must pass by a two-thirds (2/3) vote of the entire Board of Directors, not just two-thirds (2/3) present.

ARTICLE XVI: Indemnification

The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which such Director or Officer or former Director or Officer will be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as would be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XVII: Insurance

The Association will oversee the program to purchase the insurance package as offered each year by the Texas State Federation of Square and Round Dancers. Each club member within the Association is required to purchase the annual individual insurance. Accordingly, said insurance provides protection of the elected and appointed officers of the Association not only as a regular club member but also as they perform their duties as officers and as official sponsors of Association sponsored events.

ARTICLE XVIII: Dissolution

The Association may be dissolved by a two-thirds (2/3) vote of the current Board of Directors. This Association will use its funds only to accomplish the objectives and purposes specified in these Constitution and Bylaws, and no part of said funds will inure or be distributed to the members of the SAM HOUSTON SQUARE AND ROUND DANCE ASSOCIATION. Any funds or property remaining shall be distributed to one (1) or more regularly organized and qualified nonprofit, charitable, educational, scientific, or philanthropic organization selected by the Board of Directors at the time of dissolution.

ARTICLE XIX: Clause

Should any article or section of these Constitution and Bylaws be held invalid by operation of law, such invalidity shall not affect the validity of the remaining portion of these Constitution and Bylaws.

ARTICLE XX: Review of Constitution and Bylaws



This document shall be reviewed and updated accordingly by a committee so designated by the Board at a period not to exceed five (5) years.


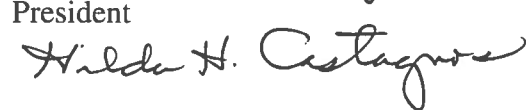
ARTICLE XXI: Conclusion

These Constitution and Bylaws were submitted to the Board of Directors of the Association at a regular meeting held on the 8th day of May, 2014 in Willis, Texas, and by such members were approved and ratified as the basic law governing the operation of this Association.

Ratified this 18th day of May, 2014

ATTEST:

(s) 
Secretary


(s) 
President


DOCUMENT HISTORY:

Adopted and Ratified:

MONTH DAY, YEAR

Ratified

1. March 14, 1998
2. May 18, 2014